

RECORDATION NO. 20897-4 FILED

MAR 08 '11 -10 15 AM

**SURFACE TRANSPORTATION BOARD**

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March 8, 2011

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of a Bill of Sale and Partial Release, dated as of February 22, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents

The enclosed document relates to the Equipment Lease Agreement (GARC Trust No. 97-3) and related documents previously filed with the Board under Recordation Number 20897

The names and addresses of the parties to the enclosed document are

Owner Trustee: U.S. Bank National Association  
225 Franklin Street  
Boston, MA 02110

Indenture  
Trustee: The Bank of New York Mellon Trust Company,  
N.A., successor in interest to The Bank of New  
York Trust Company, N.A., successor in interest  
to JPMorgan Chase Bank, N.A., successor in  
interest to Bank One, National Association  
One Wall Street  
New York, NY 10286

Section Chief  
March 8, 2011  
Page 2

A description of the railroad equipment covered by the enclosed document is:

1 railcar RELEASED: GATX 031954.

A short summary of the document to appear in the index follows:

Bill of Sale and Partial Release.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of each of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem  
Enclosures

REGISTRATION NO. 20897-4 FILED

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**BILL OF SALE AND PARTIAL RELEASE**

**SURFACE TRANSPORTATION BOARD**

U.S. Bank National Association, not in its individual capacity, but solely as Owner Trustee under GARC Trust 97-3 (the "Lessor") under an Equipment Lease Agreement (GARC Trust 97-3) dated as of September 24, 1997 (the "Lease") between the Lessor and General American Railcar Corporation (the "Lessee"), does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcar designated as GATX 031954 (the "Unit") "as is," "where is," without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Unit and the obligation of the Lessee to pay rent for such Unit under the Lease has terminated.

The Bank of New York Mellon Trust Company, NA as successor-in-interest to JPMorgan Chase Bank as successor-in-interest to Bank One, NA as trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GARC Trust 97-3) dated as of September 24, 1997 (the "Indenture") between the Lessor and the Indenture Trustee, hereby terminates, releases and discharges its security interest in the Unit under the Indenture and hereby acknowledges that the Unit is no longer subject to the Lease.

Dated: February 22, 2011

U.S. Bank National Association, not in its individual capacity, but solely as Owner Trustee

By:   
Title: Vice President

The Bank of New York Mellon Trust Company, NA as successor-in-interest to JPMorgan Chase Bank as successor-in-interest to Bank One, NA, not in its individual capacity, but solely as Indenture Trustee

By: \_\_\_\_\_  
Title: \_\_\_\_\_

## **BILL OF SALE AND PARTIAL RELEASE**

U.S. Bank National Association, not in its individual capacity, but solely as Owner Trustee under GARC Trust 97-3 (the "Lessor") under an Equipment Lease Agreement (GARC Trust 97-3) dated as of September 24, 1997 (the "Lease") between the Lessor and General American Railcar Corporation (the "Lessee"), does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcar designated as GATX 031954 (the "Unit") "as is," "where is," without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Unit and the obligation of the Lessee to pay rent for such Unit under the Lease has terminated.

The Bank of New York Mellon Trust Company, NA as successor-in-interest to JPMorgan Chase Bank as successor-in-interest to Bank One, NA as trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GARC Trust 97-3) dated as of September 24, 1997 (the "Indenture") between the Lessor and the Indenture Trustee, hereby terminates, releases and discharges its security interest in the Unit under the Indenture and hereby acknowledges that the Unit is no longer subject to the Lease.

Dated: February 22, 2011

U.S. Bank National Association, not in its individual capacity, but solely as Owner Trustee

By: \_\_\_\_\_  
Title: \_\_\_\_\_

The Bank of New York Mellon Trust Company, NA as successor-in-interest to JPMorgan Chase Bank as successor-in-interest to Bank One, NA, not in its individual capacity, but solely as Indenture Trustee

By: *William D. Nutter*  
Title: Associate

State of Commonwealth of Massachusetts )  
 ) SS:  
County of Suffolk )

On the 1 day of March, 2011, before me personally appeared  
Alison D.B. Nadeau, to me known, who being by me duly sworn, say that  
(s)he is a Vice President of U.S. Bank National Association that said instrument was signed  
on such date on behalf of said corporation by authority of its Board of Directors, and (s)he  
acknowledged that the execution of the foregoing instrument was the free act and deed of said  
corporation.

[Notarial Seal]  
My commission expires:



[Signature]  
Notary Public

State of Illinois )  
 ) SS:  
County of Cook )

On the \_\_\_ day of \_\_\_\_\_, 2011, before me personally appeared  
\_\_\_\_\_, to me known, who being by me duly sworn, says that (s)he  
is a \_\_\_\_\_ of The Bank of New York Mellon Trust Company, NA as successor-in-  
interest to JPMorgan Chase Bank as successor-in-interest to Bank One, NA that said instrument  
was signed on such date on behalf of said corporation by authority of its Board of Directors, and  
(s)he acknowledged that the execution of the foregoing instrument was the free act and deed of  
said corporation.

\_\_\_\_\_  
Notary Public

[Notarial Seal]  
My commission expires:

State of Commonwealth of Massachusetts )  
 ) SS:  
County of Suffolk )

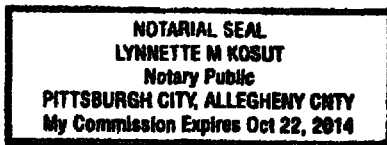
On the \_\_\_\_ day of \_\_\_\_\_, 2011, before me personally appeared \_\_\_\_\_, to me known, who being by me duly sworn, say that (s)he is a \_\_\_\_\_ of U.S. Bank National Association that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

\_\_\_\_\_  
Notary Public

[Notarial Seal]  
My commission expires:

*Pennsylvania LMK 2-28-11*  
State of ~~Illinois~~ )  
*Allegheny LMK 2-28-11* ) SS:  
County of ~~Cook~~ )

On the 28<sup>th</sup> day of February, 2011, before me personally appeared Valerie L. Nuhfer, to me known, who being by me duly sworn, says that (s)he is an Associate of The Bank of New York Mellon Trust Company, NA as successor-in-interest to JPMorgan Chase Bank as successor-in-interest to Bank One, NA that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



[Notarial Seal]  
My commission expires:

*10-22-11*

*Lynnette M Kosut*  
\_\_\_\_\_  
Notary Public

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

3/8/11



\_\_\_\_\_  
Robert W. Alvord